

RECORDATION NO. 27221-A FILED

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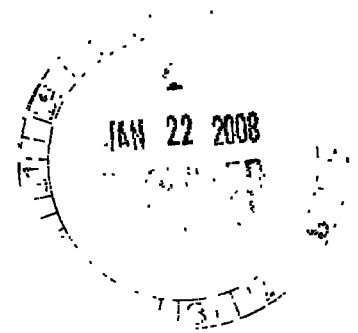
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SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel. 847.318.7575
Fax. 847.318.7588



VIA UPS 2nd DAY AIR

January 17, 2008

Mr. Vernon E. Williams
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated August 23, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 27221.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Nebraska, Kansas & Colorado Railway
128 1st St., P.O. Box 159
Grant, NE 6914D

A description of the railroad equipment covered by the enclosed document is fifty (50) 4750 cu. ft.. covered hopper cars, with FURX and NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures
(NKKR002)

ASSGN. NO.: NKCR002

JAN 22 '08

4-02 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13th day of AUGUST, 2007, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Nebraska, Kansas & Colorado Railway, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of AUGUST 13, 2007, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of _____, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOURTitle: VICE PRESIDENT SALES & MARKETINGBy: Susan GrukulskyName: SUSAN GRUKULSKYTitle: ASST. DIRECTOR OF DOCUMENTATION Executed on this 23rd day of August, 2007.

[CORPORATE SEAL]

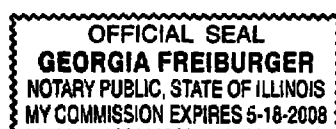
STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23rd day of August, 2007.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)

LESSEE:

NEBRASKA, KANSAS & COLORADO RAILWAY, INC.

ATTEST:

By: James T. Bertion
Name: James T. Bertion
Title: VP- Marketing & Sales

By: Michael J. Ogborn
Name: MICHAEL J. OGBORN
Title: VICE PRESIDENT

Executed on this 13th day of AUGUST, 2007.

[CORPORATE SEAL]

STATE OF Colorado
COUNTY OF Denver

I, Mary J. Hill, a Notary Public of the County and State aforesaid, certify that Michael J. Ogborn personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13th day of August, 2007.

Mary J. Hill
Notary Public

Commission Expires:

11/01/2008
(Notary Public)



My Commission Expires 11/01/2008

EXHIBIT A
to
MEMORANDUM OF LEASE

- I. NUMBER OF CARS: Fifty (50)
- II. DESCRIPTION OF CARS: 4750 cu. ft. Covered Hopper Cars, loading to 268,000 lbs. GWR
- III. CAR NUMBERS:

FURX	820788	NOKL	826808
FURX	824231	NOKL	826831
NOKL	820778	NOKL	826848
NOKL	821454	NOKL	826868
NOKL	822014	NOKL	826882
NOKL	822032	NOKL	826916
NOKL	822373	NOKL	826932
NOKL	822465	NOKL	826979
NOKL	822470	NOKL	827590
NOKL	823088	NOKL	827894
NOKL	823647	NOKL	827946
NOKL	823658	NOKL	827979
NOKL	823702	NOKL	827988
NOKL	823703	NOKL	828765
NOKL	823722	NOKL	828778
NOKL	823754	NOKL	830232
NOKL	823790	NOKL	830238
NOKL	823797	NOKL	830573
NOKL	823810	NOKL	830790
NOKL	823826	NOKL	831162
NOKL	824309	NOKL	832017
NOKL	824380	NOKL	832048
NOKL	826187	NOKL	833053
NOKL	826241	NOKL	833218
NOKL	826789	NOKL	833301